

WENDT (INDIA) LIMITED

No. 69/70, Sipcot, Hosur 635 126, Tamilnadu, INDIA

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E-mail : wil@wendtindia.com

Web : www.wendtindia.com**CIN: : L85110KA1980PLC003913**10th June 2021

BSE Limited

1st Floor, New Trading Ring

Rotunda Building, P J Towers

Dalal Street, Fort

Mumbai 400 001

Stock Code: 505412

The Manager

Listing Department

National Stock Exchange of India Ltd.

Exchange Plaza, 5th Floor

Plot No. C/1, G Block

Bandra-Kurla Complex, Bandra (E)

Mumbai 400 051

Stock Code: WENDT

Dear Sir/Madam,

Sub: Annual Secretarial Compliance Report for the year ended 31st March 2021

In terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8th February 2019, we enclose the Annual Secretarial Compliance report issued by M/s. R Sridharan & Associates, Company Secretaries for the year ended 31st March 2021.

Kindly take the above on record.

Thanking you

Yours faithfully

For **Wendt (India) Limited**

A handwritten signature in black ink, appearing to read "Janani T A".

Janani T A
Company Secretary

ISIN: INE274C01019

Secretarial Compliance report of WENDT (INDIA) LIMITED for the year ended

31st March 2021

We, **R. SRIDHARAN & ASSOCIATES, Company Secretaries** have examined:

- a) all the documents and records made available to us and explanation provided by **WENDT (INDIA) LIMITED (CIN: L85110KA1980PLC003913)** having its Registered office at **NO.105, 1ST FLOOR, CAUVERY BOCK, NATIONAL GAMES HOUSING COMPLEX, KORAMANGALA, BANGALORE – 560 047 (“the listed entity”)**,
- b) the filings/ submissions made by the listed entity to the stock exchanges,
- c) website of the listed entity, (website address: www.wendtindia.com)
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended **31st March 2021** in respect of compliance with the provisions of :
 - a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued there under; and
 - b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued there under, have been examined, include:-

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (Not applicable during the year under review);
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

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- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (Not applicable during the year under review);
- e) Securities Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (Not applicable during the year under review);
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not applicable during the year under review);
- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 (Not applicable during the year under review);
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- i) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- j) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
and circulars/ guidelines issued there under;

And based on the above examination, We hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder except in respect of matters specified below:-

Sr. No	Compliance Requirement (Regulations/circulars/ guidelines including specific clauses	Deviations	Observations/ Remarks of the Practicing Company Secretary
Nil			

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued there under insofar as it appears from our examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries (Not applicable to this company) either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued there under:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. Fines, warning letter, debarment etc.	Observations/remarks of the Practicing Company Secretary, if any.
1.	BSE Limited and National Stock Exchange of India Limited	Non-compliance with minimum public shareholding requirement	During the year, the stock exchanges – NSE and BSE had communicated to the Company their decision to levy fine on the Company owing to the minimum public shareholding in the Company not meeting the mandated 25% threshold as required under Regulation 38 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	The promoters of the Company have vide an offer for sale diluted their respective stake in the Company to meet the Minimum Public Shareholding and the process was initiated in December 2020 and concluded on 8th January 2021. Hence as on date of this report, the Company has complied with Regulation 38 of LODR. The Company has also represented to both the exchanges the timelines involved in the meeting of the Minimum Public Shareholding whereby the levy of fine has been sought to be waived.

- (d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31 st March 2021	Actions taken by the listed entity if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	As on March 31, 2020, the promoters' shareholding was 79.74% whereas the public shareholding was 20.26% of the total paid-up share capital of the company.	Nil	To achieve the minimum public shareholding of 25% the promoters through open offer on January 7, 2021 and January 8, 2021 sold 2.37% of their shareholding each aggregating to 4.74% of the total issued and paid-up equity share capital of the company.	Complied

**FOR R.SRIDHARAN & ASSOCIATES
COMPANY SECRETARIES**

R
SRIDHARAN

Digitally signed by
R SRIDHARAN
Date: 2021.06.09
15:40:39 +05'30'

CS R.SRIDHARAN

C.P NO.3239

FCS.NO.4775

UIN: S2003TN063400

UDIN: F004775C000438164

PLACE : CHENNAI
DATE : 09.06.2021